

# **EXHIBIT A**



Via Federal Express

November 25, 2003

Attn: Pieter J. Schiller  
CytoLogix Corporation  
c/o Advanced Technology Ventures IV, L.P.  
Bay Colony Corporate Center  
1000 Winter Street, Suite 3700  
Waltham, MA 02451

Dear Pieter:

For the sake of good order, it is our understanding that the civil action between CytoLogix and Ventana has begun. Given the nature of litigation there is always the possibility of settlement between the named parties. We want to remind you that DakoCytomation has a voice in any settlement between CytoLogix and Ventana.

Section 7.5 of the Patent License Agreement between CytoLogix and DakoCytomation states:

"During the License Term, LICENSOR shall promptly notify LICENSEE in writing of any actual or potential proceedings or claims pertaining to the validity of the Patents..."

Section 7.7 of the Agreement states:

"No settlement, consent judgment or other voluntary final disposition of legal proceedings referred to in 7.5-7.6 above may be entered into by LICENSOR without the prior written consent of LICENSEE."

As a defense to patent infringement Ventana has alleged that one of the patents in the civil action is invalid in view of a prior patent. Ventana's allegation of invalidity places this matter squarely within the language of section 7.5. Under section 7.7, when 7.5 applies, CytoLogix must first obtain written consent from DakoCytomation before settlement of the civil action.

As you know CytoLogix's patents will be assigned to DakoCytomation upon the settlement, or final resolution, of the civil action. To insure that its intellectual property is not unduly damaged by the present proceedings, DakoCytomation request that CytoLogix provide it with adequate written notice regarding the content and timing of any proposed settlement agreement.

All rights and remedies are hereby reserved.

Sincerely,

A handwritten signature in dark ink, appearing to read "Jes Østergaard".

Jes Østergaard  
President and CEO

c: David A. Broadwin, Esq., Foley Hoag LLP

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